FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

FFB 2.2 XIIIIA Washington, DC

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
NOTICE OF SALE OF SECURITIES

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ОМВ АРР	ROVAL
OMB Number: Expires: Estimated average hours per form	
SEC USE	ONLY
Prefix	Serial

DATE RECEIVED

\`\\FINANCIAL

Jefferies Cerimon Fund, LLC (the "Issuer") Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ☒ Rule 506 □ S Type of Filing: ☒ New Filing □ Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Jefferies Cerimon Fund, LLC	
Address of Executive Offices (Number and Street, City. State, ZIP Code) c/o Jefferies Asset Management, LLC, The Metro Center, One Station Place, Three North, Stamford, Connecticut 06902	Telephone . 08040509 (203) 708-6500
Address of Principal Business Operations (Number and Street, City, State, ZIP Code) (if different from Executive Offices) same as above	Telephone Number (Including Area Code) same as above
Brief Description of Business To invest in Jefferies Cerimon Master Fund, Ltd. which takes long and short positions in equity securiti	es of companies in the health care sector.
Type of Business Organization	
corporation	rify): Limited Liability Company
business trust limited partnership, to be formed	
Metall of Estimated bate of most paracter of organisation	Actual PROCESSED
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	E
	N) THOMSON

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDE	NTIFICATION DATA					
2. Enter the information requ	uested for the fo	llowing:						
• Each promoter of the i	• Each promoter of the issuer, if the issuer has been organized within the past five years;							
 Each beneficial owner the issuer; 	r having the pow	ver to vote or dispose, or o	direct the vote or disposition	of, 10% or more of	a class of equity securities of			
Each executive officer	r and director of	corporate issuers and of c	orporate general and managi	ing partners of partne	rship issuers; and			
 Each general and man 	aging partner of	partnership issuers.						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if it Jefferies Asset Management, l	ndividual) LLC (the "Man	ager")						
Business or Residence Address The Metro Center, One Statio	(Number and St on Place, Three	reet, City, State, Zip Code North, Stamford, Conne	e) ecticut 06902					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if in De Chiara, Adam C.	ndividual)							
Business or Residence Address c/o Jefferies Asset Manageme	(Number and St nt, LLC, The M	reet, City, State, Zip Code letro Center, One Statio	e) n Place, Three North, Stan	nford, Connecticut (
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if it Klein, Bradford L.	ndividual)							
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if it Kaplan, Andrew R.	ndividual)							
Business or Residence Address c/o Jefferies Asset Manageme	(Number and Sent, LLC, The N	treet, City, State, Zip Cod 1etro Center, One Statio	e) on Place, Three North, Stan	nford, Connecticut (06902			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if i Kaplan, Michael S.	ndividual)							
Business or Residence Address c/o Jefferies Asset Manageme	(Number and Sent, LLC, The N	treet, City, State, Zip Cod Aetro Center, One Statio	e) on Place, Three North, Star	nford, Connecticut (06902			
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Full Name (Last name first, if i Sheehy, Michael S.	individual)							
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			A. BASIC ID	ENTIE	TICATION DATA		
2. Enter the infor	mation i	equested for the fe				· · · · · · · · · · · · · · · · · · ·	
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• Each benefithe issuer;	ficial ow	ner having the po	wer to vote or dispose, o	or direct	the vote or disposition	on of, 10% or more of	a class of equity securities of
			f corporate issuers and o	f corpor	rate general and manag	ging partners of partne	ership issuers; and
<u> </u>			f partnership issuers.				General and/or
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Full Name (Last nam Jefferies Asset Man							
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All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Full Name (Last name first, if individual) 1. Has the insurer sold, or does the issuer intend to solicit Purchasers (Check "All States" or check individual) 1. Has the insurer or specified person and Street, City, State, Zip Code) 1. Has the insurer of Associated Broker or Dealer 1. Has the insurer of the Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) 1. Has the insurer of Associated Broker or Dealer 1. Has the insurer of the Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) 1. Has the insurer of Associated Broker or Dealer 1. Has the insurer of the Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) 1. Has the insurer of Associated Broker or Dealer 1. Has the insurer of the Manual Purchasers (Check "All States" or check individual) 1. Has the insurer of the Manual Purchasers (Check "All States" or check individual) 1. Has the insurer of the Manual Purchasers (Check "All States" or check individual) 1. Has the insurer of the Manual Purchasers (Check "All States" or check individual) 1. Has the insurer of the Manual Purchasers (Check "All States" or check individual) 1. Has the district of the Manual Purchasers (Check "All States" or check individual States) 1. Has the district of the Manual Purchasers (Check "All States" or check individual States) 1. Has the district of the Manual Purchasers (Check "All States" or check individual States) 1. Has the state of the Manual Purchasers (Check "All States" or check individual States) 1. Has the states or check individual States) 1. Has the state of the Manual Purchasers (Check "All States" or the Manual Purchasers (Check "All States" or the Manual Purchasers (Check "All States" or the Manual					В.	INFORM	ATION AI	BOUT OFF	ERING					
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* Subject to the discretion of the Manager to lower such amount. 3. Does the offering permit joint ownership of a single unit? 4. East reh information requised for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed as a massociated person or agent of a broker or dealer registered with the SEC ander with a state or states, list then among of the broker or dealer registered with the SEC ander with a state or states, list then among of the broker or dealer registered with the SEC ander with a state or states, list then among of the broker or dealer only. Full Name (Last name first, if individual) Jefferies & Company, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) Til100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90025 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NN] [NI] [NJ] [NN] [NN] [NN] [NN] [NN] [NN] [NN	i. Has									لسا	27			
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged, Amount Already Aggregate Offering Price Sold Type of Security 02 Debt \$0 Preferred Соттоп \$0 Convertible Securities (including warrants) Partnership Interests \$0 Other (Specify Limited Liability Company Interests ("Interests") \$500,000,000(a) \$24,914,996.80 Total \$24,914,996.80 \$500,000,000(a) Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$24,914,996.80 Accredited Investors 0 \$0 Non-accredited investors \$N/A N/A Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Sold Security Type of offering \$N/A N/A Rule 505 N/A \$N/A Regulation A..... Rule 504 \$N/A N/A N/A \$N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	\$0
Printing and Engraving Costs	\$10,000
Legal Fees	\$25,000
Accounting Fees	\$10,000
Engineering Fees	
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify)	\$5,000
Total	\$50,000

(a) Open-end fund; estimated maximum aggregate offering amount.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	OCEEDS
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 at total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceproceeds	nd
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for ear of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to issuer set forth in response to Part C – Question 4.b above.	юх
	Paymer Office
	Directo

5.

			Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees			\$0	⋈ \$ 0
Purchase of real estate		X	\$0	⊠ \$0
Purchase, rental or leasing and installation	on of machinery and equipment	X	\$0	⋈ \$0
Construction or leasing of plant building	gs and facilities	⊠	\$0	⊠ \$0
offering that may be used in exchange for	ng the value of securities involved in this or the assets or securities of another	⊠	\$0	⊠ so
				⊠ s o
				∑ \$0
Other (specify): Portfolio Investments			\$0	\$499,950,000
		🛛	\$0	⋈ \$ 0
Column Totals		🖂	\$0	\$499,950,000
Total Payments Listed (column totals ad	lded)		\$499,95	0,000
	D. FEDERAL SIGNATURE			
signature constitutes an undertaking by the issuer	d by the undersigned duly authorized person. If this r to furnish to the U.S. Securities and Exchange Comn credited investor pursuant to paragraph (b)(2) of Rule	nission, upon	under Rule 505, the written request of i	e following its staff, the
Issuer (Print or Type) Jefferies Cerimon Fund, LLC	Signature		Date February	12, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Michael S. Sheehy	Chief Compliance Officer of the Mana	ger		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).



\$499,950,000